

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	Hearing Date: November 20, 2006
		Agenda Item No. 6
		Related Docket No. 12432, 13653

**AMENDED CERTIFICATION OF COUNSEL REGARDING SECOND AMENDED  
SETTLEMENT AGREEMENT AND MUTUAL RELEASE WITH LLOYD'S  
UNDERWRITERS**

1. On May 15, 2006 the Debtors filed their motion ("Motion") for entry of an order approving the Settlement Agreement and Mutual Release (the "Settlement Agreement") by and between the Debtors and certain underwriters at Lloyd's London (the "Lloyd's Underwriters") (Docket No 12432).

2. The Official Committee of Asbestos Personal Injury Claimants (the "PI Committee"), the Future Claimants Representative ("FCR"), and the Libby Claimants all filed objections to the Motion.<sup>1</sup>

3. On November 13, 2006, the Debtors filed their Certification of Counsel Regarding Second Amended Settlement Agreement and Mutual Release with Lloyd's Underwriters indicating that they had reached agreement with all interested parties other than the PD Committee. (the "Original Certification") (Docket No. 13653; Filed 11/13/2006).

4. At the time of filing the Original Certification, the PD Committee had not completed its review of the settlement. Since filing the Original Certification, the PD Committee

---

<sup>1</sup> The Official Committee of Asbestos Property Damage Claimants (the "PD Committee") filed a Joinder to the objections filed by the PI Committee and the FCR.

has completed its review and indicated that it has no objection to the settlement as proposed in the Original Certification.

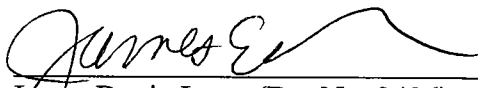
5. Accordingly, the Debtors request that the Court enter the form of Order attached here to as Exhibit A.

Dated: November 15, 2006

KIRKLAND & ELLIS LLP  
David M. Bernick PC  
Janet S. Baer  
200 East Randolph Drive  
Chicago, Illinois 60601  
Telephone: (312) 861-2000  
Facsimile: (312) 861-2200

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB LLP



Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 17<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession